

UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

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AnchorBank, fsb)	OTS Order No.: CN 10-31
Madison, Wisconsin)	
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OTS Docket No. 04474)	Effective Date: August 31, 2010
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STIPULATION AND CONSENT TO
PROMPT CORRECTIVE ACTION DIRECTIVE

1. The Office of Thrift Supervision (OTS) has informed AnchorBank, fsb, Madison, Wisconsin, OTS No. 04474 (Institution) that grounds exist to issue a Prompt Corrective Action Directive (PCA Directive) pursuant to Section 38 of the Federal Deposit Insurance Act (FDIA), 12 U.S.C. § 1831o, and Section 565.7 of the OTS Regulations, 12 C.F.R. § 565.7, against the Institution. The Institution, in the interest of cooperation and to avoid the time and expense of pursuing further OTS administrative procedures for the issuance of a PCA Directive, stipulates and consents to the terms set forth in this Stipulation and Consent.
2. The Institution stipulates it is a federal savings association subject to the supervision and regulation of the OTS. The Institution is a “savings association” as that term is used in the Home Owners’ Loan Act (HOLA), 12 U.S.C. §§ 1461 et seq., and an “insured depository institution” as defined in 12 U.S.C. §§ 1813(b) and 1813(c)(2). The Institution stipulates, as such, that it is subject to the authority of the OTS to issue a directive to take prompt corrective action pursuant to Section 38 of FDIA, 12 U.S.C. § 1831o, and Section 565.7 of the OTS Regulations, 12 C.F.R. § 565.7.
3. The Institution consents, by execution of this Stipulation and Consent, to the issuance by the OTS of the accompanying PCA Directive. The Institution further agrees to comply with the terms of the PCA Directive.
4. The Institution, by execution of this Stipulation and Consent, authorizes the OTS to provide otherwise confidential information about the Institution to third parties to facilitate the possible acquisition of the Institution by a qualified buyer, sale of the Institution’s assets or the purchase of the Institution’s branches, or the possible merger of the Institution with a qualified merger partner.

5. The attached PCA Directive is effective upon issuance. The Institution acknowledges that the PCA Directive is enforceable pursuant to Section 5(d) of HOLA, 12 U.S.C. § 1464(d), and Section 8 of FDIA, 12 U.S.C. § 1818.
6. The Institution hereby waives the following:
 - (a) its rights to pursue the OTS's administrative process for issuance of the accompanying PCA Directive pursuant to 12 C.F.R. § 565.7;
 - (b) any and all rights it might otherwise have pursuant to federal law or regulations (including, but not limited to, 12 U.S.C. § 1831o and 12 C.F.R. § 565.7) in connection with issuance of the PCA Directive;
 - (c) its right to seek judicial review of the PCA Directive, including, but not limited to, any such right provided by Section 8(h) of FDIA, 12 U.S.C. § 1818(h); and
 - (d) its right to challenge or contest in any manner the basis, issuance, validity or enforceability of the PCA Directive or any provision thereof.
7. The Cease and Desist Order effective June 26, 2009 in connection with the Institution remains in effect.
8.
 - (a) The laws of the United States of America shall govern the construction and validity of this Stipulation and Consent and the PCA Directive.
 - (b) All references to the OTS in this Stipulation and Consent and the PCA Directive also shall mean any of the OTS's predecessors, successors, and assigns.
 - (c) To the extent this Stipulation and Consent and the PCA Directive may be deemed an agreement, the written terms herein and in the accompanying PCA Directive represent the final and sole binding written terms of such agreement with respect to the subject matters addressed therein.

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9. Each Director signing this Stipulation attests that s/he voted in favor of the resolution authorizing the execution of this Stipulation. This Stipulation may be executed in counterparts by the directors after approval of execution of the Stipulation at a duly called board meeting.

AnchorBank, fsb
Madison, Wisconsin

By: /s/
David L. Omachinski, Chairman

 /s/
Chris M. Bauer, Director

 /s/
Richard A. Bergstrom, Director

 /s/
Greg M. Larson, Director

 /s/
Pat Richter, Director

 /s/
Mark D. Timmerman, Director

Accepted By:
Office of Thrift Supervision

By: /s/
Daniel T. McKee
Regional Director, Central Region

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